

Appendix A

Bylaws of the 700 MHz Regional Planning Committee Region 39 (State of Tennessee)

TABLE OF CONTENTS

1.0 Introduction

1.1 Name and Purpose

2.0 Membership

2.1 Numbers, Election and Qualification

2.2 Dual Membership

2.3 Tenure

2.4 Powers and Rights

2.5 Suspensions and Removal

2.6 Resignation

2.7 Meetings

2.8 Special Meetings

2.9 Call and Notice

2.10 Quorum

2.11 Action by Vote

2.12 Action by Writing

2.13 Proxies

2.14 Voting on One's Own Application

2.15 Special Interest Voting

3.0 Officers and Agents

3.1 Number and Qualification

3.2 Election

3.3 Tenure

3.4 Chairman and Vice Chairman

3.5 Treasurer

3.6 Secretary

3.7 Combining the Office of Treasurer and Secretary

3.8 Suspensions or Removal

3.9 Resignation

3.10 Vacancies

4.0 Amendments

5.0 Dissolution

6.0 Rules of Procedures

Appendix A

Bylaws of the 700 MHz Regional Planning Committee- Region 39 (State of Tennessee)

Adopted
Revised September 16, 2002
Revised December 7, 2004
Revised June 2, 2005

BYLAWS OF REGION 39

NAME & PURPOSE

- 1.1 Name and purpose.** The name of this Region shall be Region 39-Regional Planning Committee. Its primary purpose is to foster and promote cooperation, planning, development and evolution of Regional Plans and the implementation of these plans in the 700 MHz Public Safety Band within the State of Tennessee.

MEMBERS

For purposes of this document, the term “member,” unless otherwise specified, refers to both voting and non-voting members.

- 2.1 Numbers, Election and Qualification.** The Regional 39 700 MHz Regional Planning Committee shall have two classes of members, “voting members” and “non-voting members.” New members may be added at annual, special, or regular meetings. Tools to promote participation and involvement in the Region 39 700 MHz Committee in the form of a list-serve and/or regional newsletters will be researched by the committee. A newsletter may be distributed in either electronic or in print form.

Voting Members. Voting members shall consist of one (1) representative from any single agency engaged in public safety eligible to hold a license under 47 CFR 90.20, 47 CFR 90.523 or 47 CFR 2.103 and are employed or volunteer in public safety in Region 39. Except that a single agency shall be allowed no more than one vote for each distinct eligibility category (e.g. police, fire, EMS, EMA, highway) within the agency’s organization or political jurisdiction. In voting on any issue, the individual must identify himself/herself and the agency and eligibility category in which he or she represents. **Voting members may not vote on issues involving their entity.**

Non-Voting Members. Non-voting members are all other non-public safety personnel interested in furthering the goals of public safety communications.

2.2 Dual Membership. A voting member may not be a voting member of another Region.

Since Region 39 has several large cities on or near state borders, some members may want to

participate in another committee. It is permissible to be a non-voting member in another

Region and be a voting member in Region 39 as long as the Voting Member requirements are

met as set forth in section 2.1.

2.3 Tenure. In general, each member shall hold MEMBERSHIP from the date of acceptance

until resignation or removal.

2.4 Powers and Rights. In addition to such powers and rights as are vested in them by law, or

these bylaws, the members shall have such other powers and rights as the membership may

determine.

2.5 Suspensions and Removal. A representative may be suspended or removed with cause by vote of a majority of members after reasonable notice and opportunity to be heard. Region 39 will hold at least one (1) meeting in a calendar year. To retain consistent voting rights, members should attend one (1) meeting in a 24-month period. After the date of approval of this Regional Plan by the Federal Communications Commission, all previous attendees are voting members, with the exception of non-voting commercial members. After the acceptance of this Regional Plan, voting members that do not attend one meeting in a 24-month period that starts on the date of Plan acceptance, will lose Region 39 voting rights for either a 6 month period or when the member attends the next Regional Planning Committee meeting, whichever comes first. Attending a meeting is all that is required to immediately reinstate voting members voting rights. The loss of voting rights does not remove a member from active status; it simply requires attendance at a meeting (Special or Regular) to reinstate voting privileges. The voting limitations of an individual have no effect on the voting ability of a public safety entity. The public safety entity reserves the right to send another representative to vote on issues regarding 700 MHz implementation, or send the original voting representative to the next special or regular meeting.

A vote of the committee is the final determining factor regarding removal of a member from Region 39. A period of 6 months from the first day of removal is required before a removed member is eligible for reinstatement for membership in the Regional Planning Committee.

2.6 Resignation. A member may resign by delivering written resignation to the chairman, vice-chairman, treasurer or secretary of the Regional Committee or to a meeting of the members. A resigning member is eligible for reinstatement to the

Regional Planning Committee after a period of six months has lapsed, beginning on the first day of resignation.

2.7 Meetings. The Region 39 700 MHz Planning Committee will meet no less than one (1) time per calendar year. A minimum notification of thirty (30) days will be given. The annual meeting may be held in Nashville, Tennessee area. This is centrally located within Region 39 and will provide the maximum opportunity for Regional participation. Any additional meetings may be located in a different city or town within the Region to attract and promote involvement in the committee. The Annual meeting should be held in the last quarter of calendar year and will be set the Chairperson. Committee meetings will not be held on holidays or weekend days, unless called by the Region 39 Chairperson or as part of a public safety conference. At any time and when deemed necessary by the Chairperson, an additional meeting of the Region 39 Regional Planning Committee may be called. Video and/or Audio Teleconferencing may be conducted at meetings to include as many people as possible in the 700 MHz allocation process. The use of electronic E-mail and the Region 39 list-server (reg39rpc@region39.org) will be utilized by members and officers of Region 39 as needed to convey Regional issues at hand. It should be noted the use of E-mail does not remove the voting eligibility requirement of the member to participate in at least one (1) of the Region 39 annual meeting.

2.8 Special Meetings. The Chairperson has the authority to call a meeting of the Regional Planning Committee when he deems it in the best interest of the Region and will provide notice of the special meeting to existing members of the Region (and the public) at least 5 days prior to the meeting. Special meetings of the members may be held at any time and at any place within the Regional Committee area. Special meetings of the members may be called by the chairman or by the vice-chairman, or in case of death, absence, incapacity, by any other officer or, upon written application of two or more members.

2.9 Call and Notice.

A. Annual meeting

Reasonable notice of the time and place of scheduled meetings of the members, not being less than 30 days, shall be given to each member. Such notice may specify the purposes of a meeting, but will specify meeting content if required by law or these bylaws or unless there is to be considered at the meeting (i) amendments to these bylaws or (ii) removal or suspension of a member who is an officer.

Announcements of meetings, stating the time and place where the meeting is to be held, may be published in newspapers, land mobile radio periodicals, and disseminated via E-mail and other electronic forms such as Tennessee Information Enforcement System. In addition, a press release may be issued, urging parties interested in public safety communications to attend. **Region 39 will notify the Federal Communications Commission, Chief of the Wireless Telecommunications Bureau, when a meeting time and place has been established for the Region 39 700 MHz Regional Planning Committee at least 30 days prior to the meeting.**

B. Reasonable and sufficient notice

Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail at least five days or by e-mail/facsimile at least three days before any special meetings, addressed to such member at his or her usual or last known business address, or, to give notice to such member in person or by telephone at least three days before the meeting.

2.10 Quorum

At any meeting of the members, a majority of the officers and a minimum of at least three (3) voting members shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than sixty days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.11 Action by Vote

Each voting member, representing a particular agency (one vote per agency) shall have one vote; non-voting members have no voting rights. When a quorum is present at any meeting, a majority of the votes properly cast by voting members present shall decide any question, including election to any office, unless otherwise provided by law or these bylaws.

2.12 Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

2.13 Proxies

Voting members may vote either in person or by written proxy dated not more than one week before the meeting named therein, which proxies shall be filed before being noted with the secretary or other person responsible for recording the proceedings of the meeting. A RPC member present via teleconference (audio or video) shall have voting status parallel to a member present at the meeting. If the facility is unable to accommodate teleconferencing (audio or video), or for any other reason teleconferencing cannot be accommodated in the meeting place, it is the responsibility of the member to attend the meeting in person or to vote by written proxy to have full voting rights. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting for which the proxy exists and the proxy shall terminate after the final adjournment of such meeting.

2.14 Voting on One's Own Application

At no time can a voting member vote on his/her application.

2.15 Special Interest Voting. A voting member **cannot** have a commercial interest in any of his/her Region and/or adjacent Region's application(s) on which he/she is reviewing, approving and/or voting.

OFFICERS AND AGENTS

3.1 Number and qualification

The officers of the Region 39 700 MHz Regional Planning Committee shall consist of
a
chairman, a vice-chairman and a secretary and / or treasurer. All officers must be voting members of the Regional Committee.

3.2 Election

The officers shall be elected by the voting members at their first meeting and, thereafter, at a meeting determined by the membership. The terms of the officers in the Region 39 700 MHz RPC will be for two (2) years. In order to allow for consistency in the Plan creation and initialization process, the terms of elected officers will begin on the date of the FCC's approval of the Region 39 Plan.

3.3 Tenure. The officers shall each hold office until the biannual election meeting of the members held within two years from the adoption of these bylaws, or until their successor, if any, is chosen, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

3.4 Chairman and Vice Chairman. The chairman shall be the chief executive officer of the Regional Committee and, subject to the control of the voting members, shall have general charge and supervision of the affairs of the Regional Committee. The chairman shall preside at all meetings of the Regional Committee. The Vice Chairman, if any, shall have such duties and powers, as the voting members shall determine. The Vice-Chairman shall have and may exercise all the powers and duties of the chairman during the absence of the chairman or in the event of his or her inability to act.

3.5 Treasurer

The treasurer shall be the chief financial officer and the chief accounting officer of the Regional Committee. The treasurer shall be in charge of its financial affairs, funds, and valuable papers and shall keep full and accurate records thereof. **In the absence of a treasurer within the Region 39 700 MHz Planning Committee, the Chairperson shall assign Region 39 treasurer duties as deemed necessary.**

3.6 Secretary. The secretary shall record and maintain records of all proceedings of the members in a file or series of files kept for that purpose, which file or files shall be kept within the Region and shall be open at all reasonable times to the inspection of any member. Such file or files shall also contain records of all meetings and the original, or attested copies, of bylaws and names of all members and the address (including e-mail address, if available) of each. If the secretary is absent from any meeting of members, a temporary secretary chosen at the meeting shall exercise the

duties of the secretary at the meeting. In the absence of a secretary within the Region 39 700 MHz Planning Committee, the Chairperson shall assign Region 39 Secretary duties as deemed necessary and may appoint a non-voting member.

3.7 Combining the office of Treasurer and Secretary

If so decided by the Membership of Region 39, the duties of Treasurer and Secretary may be combined into one office.

3.8 Suspensions or Removal. An officer of the Region 39 Regional Planning Committee may be suspended with cause by vote of a majority of the voting members in attendance.

3.9 Resignation. An officer may resign by delivering his or her written resignation to the chairman, vice-chairman, treasurer, or secretary of the Regional Committee. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

3.10 Vacancies. If the office of any officer becomes vacant, the voting members may elect a successor. Each such successor shall hold office for the remainder of term, and in the case of the chairman, vice chairman, treasurer and / or secretary until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or become disqualified.

4.0 AMENDMENTS

These bylaws may be altered, amended or repealed in whole or in part by vote. The voting members may by a two-thirds vote of a quorum, alter, amend, or repeal any bylaws adopted by the Regional Committee members or otherwise adopt, alter, amend or repeal any provision which FCC regulation or these bylaws requires action by the voting members.

5.0 DISSOLUTION

This Regional Committee may be dissolved by the consent of two-thirds plus one of an assembled quorum of the membership at a special meeting called for such purpose. The FCC shall be notified.

6.0 RULES OF PROCEDURES

The Conduct of Regional Meetings including debate and voting, shall be governed by *Simple Parliamentary Procedure*, Martha Nall, published by the University of Kentucky, College of Agriculture, Cooperative Extension Service, Publication # IP-15, Copyright 2000.